

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting (“**AGM**”) of Wilton Resources Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) will be held by way of electronic means on Thursday, 28 April 2022 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2021 together with the Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$143,500 for the financial year ending 31 December 2022, to be payable quarterly in arrears. (FY2020: S\$147,000) **Resolution 2**
3. To re-elect Mr Wijaya Lawrence, a Director of the Company retiring pursuant to Regulation 91 of the Constitution of the Company, and who, being eligible, offered himself for re-election, as a Director. **Resolution 3**
[See Explanatory Note (i)]
4. To re-elect Mr Seah Seow Kang Steven, a Director of the Company retiring pursuant to Regulation 91 of the Constitution of the Company, and who, being eligible, offered himself for re-election, as a Director. **Resolution 4**
[See Explanatory Note (ii)]
5. To re-elect Mr Lui Pang Hung, a Director of the Company retiring pursuant to Regulation 97 of the Constitution of the Company, and who, being eligible, offered himself for re-election, as a Director. **Resolution 5**
[See Explanatory Note (iii)]
6. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other ordinary business which may properly be transacted at an AGM of the Company.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

8. **Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors be and are hereby authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors while this Resolution is in force, provided that:
- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments) that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;adjustments in accordance with sub-sections (2)(a) and (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution for the time being in force; and
 - (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments. **Resolution 7**

[See Explanatory Note (iv)]

9. That, subject to and contingent upon the passing of Ordinary Resolution 4 above and Ordinary Resolution 9 below, and pursuant to Rule 406(3)(d)(iii) of the Catalist Rules, shareholders of the Company to approve the continued appointment of Mr Seah Seow Kang Steven as an Independent Director of the Company, and the authority conferred by this Resolution shall remain in force until the earlier of the following: (i) the retirement or resignation of Mr Seah Seow Kang Steven; or (ii) the conclusion of the third Annual General Meeting following the passing of this Resolution. **Resolution 8**

[See Explanatory Note (v)]

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10. That, subject to and contingent upon the passing of Ordinary Resolutions 4 and 8 above, and pursuant to Rule 406(3)(d) (iii) of the Catalist Rules, shareholders of the Company (excluding Directors, and the Executive Chairman and President of the Company, and their respective associates) to approve the continued appointment of Mr Seah Seow Kang Steven as an Independent Director of the Company, and the authority conferred by this Resolution shall remain in force until the earlier of the following: (i) the retirement or resignation of Mr Seah Seow Kang Steven; or (ii) the conclusion of the third Annual General Meeting following the passing of this Resolution. **Resolution 9**

[See Explanatory Note (v)]

11. That, subject to and contingent upon the passing of Ordinary Resolution 11 below, and pursuant to Rule 406(3)(d)(iii) of the Catalist Rules, shareholders of the Company to approve the continued appointment of Mr Tan Cher Liang as an Independent Director of the Company, and the authority conferred by this Resolution shall remain in force until the earlier of the following: (i) the retirement or resignation of Mr Tan Cher Liang; or (ii) the conclusion of the third Annual General Meeting following the passing of this Resolution. **Resolution 10**

[See Explanatory Note (v)]

12. That, subject to and contingent upon the passing of Ordinary Resolution 10 above, and pursuant to Rule 406(3)(d)(iii) of the Catalist Rules, shareholders of the Company (excluding Directors, and the Executive Chairman and President of the Company, and their respective associates) to approve the continued appointment of Mr Tan Cher Liang as an Independent Director of the Company, and the authority conferred by this Resolution shall remain in force until the earlier of the following: (i) the retirement or resignation of Mr Tan Cher Liang; or (ii) the conclusion of the third Annual General Meeting following the passing of this Resolution. **Resolution 11**

[See Explanatory Note (v)]

By Order of the Board

Siau Kuei Lian

Company Secretary
Singapore, 12 April 2022

Explanatory Notes:

- (i) Mr Wijaya Lawrence will, upon re-election as a Director, remain as the Executive Chairman and President of the Company, and a member of the Remuneration Committee. Please refer to Corporate Governance Report on pages 28 to 35 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (ii) Mr Seah Seow Kang Steven will, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee. Mr Seah Seow Kang Steven has no relationship (including immediate family relationships) with the rest of the Directors, the Company, its related corporation, its substantial shareholders or its officers. The board of directors of the Company (the "Board") considers Mr Seah Seow Kang Steven to be independent for the purpose of Rule 704(7) of the Catalist Rules. Please refer to Corporate Governance Report on pages 28 to 35 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (iii) Mr Lui Pang Hung will, upon re-election as a Director, remain as an Independent Non-Executive Director, Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee. Mr Lui Pang Hung has no relationship (including immediate family relationships) with the rest of the Directors, the Company, its related corporation, its substantial shareholders or its officers. The Board considers Mr Lui Pang Hung to be independent for the purpose of Rule 704(7) of the Catalist Rules. Please refer to Corporate Governance Report on pages 28 to 35 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

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- (iv) Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors from the date of the 2021 AGM until the date of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares, and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a *pro rata* basis to shareholders of the Company.

For the purpose of determining the aggregate number of Shares and Instruments that may be issued, the percentage of the aggregate number of Shares and Instruments will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (v) Resolutions 8 and 9, and Resolutions 10 and 11, are to approve the respective continued appointments of Mr Seah Seow Kang Steven and Mr Tan Cher Liang as Independent Directors of the Company, who would have served as Independent Directors for an aggregate period of more than nine (9) years from 12 December 2022. The Company is seeking the requisite approval from shareholders under Rule 406(3)(d)(iii)(A) and (B) of the Catalist Rules for the respective continued appointments of Mr Seah Seow Kang Steven and Mr Tan Cher Liang as Independent Directors of the Company from the date of passing of these resolutions.

For the purpose of Resolutions 9 and 11, in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules, the Directors, and the Executive Chairman and President of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.

The Board and the Nominating Committee have evaluated the participation of Mr Seah Seow Kang Steven and Mr Tan Cher Liang at Board and Board Committees' meetings and determined that each of them continues to possess independent thinking and the ability to exercise objective judgement on corporate matters independently.

Resolutions 8 and 9, and Resolutions 10 and 11, if passed, will enable Mr Seah Seow Kang Steven and Mr Tan Cher Liang to respectively continue their appointment as Independent Directors (unless the appointments have been changed subsequent to the Annual General Meeting) pursuant to Rule 406(3)(d)(iii) of the Catalist Rules (which took effect from 1 January 2022) and Provision 2.1 of the Code of Corporate Governance 2018, and the approvals shall remain in force until the earlier of (a) their retirements or resignations; or (b) the conclusion of third Annual General Meeting of the Company. Otherwise, the aforesaid Directors shall be deemed non-independent pursuant to Rule 406(3)(d)(iii) with effect from 12 December 2022. Accordingly, they will be re-designated as Non-Executive Non-Independent Directors with effect from 12 December 2022.

In the event of the re-designation arising from the above which resulted in the Board having less than two independent directors and independent directors comprising less than one-third of the Board pursuant to Rule 406(3)(c) of the Catalist Rules, the Company shall endeavour to fill the vacancy within two months, but in any case not later than three months.

Notes:

- Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing regulations to hold a physical meeting. Due to the current COVID-19 situation and the Company's efforts to keep physical interactions and COVID-19 transmission risks to a minimum, the Annual General Meeting of the Company will be held by way of electronic means. The Company will arrange for (i) a "live" audio-visual webcast of the AGM ("**LIVE WEBCAST**"), which allows Shareholders to view the proceedings of the AGM contemporaneously, and (ii) "live" audio-only stream ("**LIVE AUDIO STREAM**"), which allows Shareholders to observe the proceedings of the AGM contemporaneously.
- The Annual Report, Notice of Annual General Meeting and Proxy Form will be made available to members solely by electronic means via publication on the Company's website at the URL <https://www.wilton.sg> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will NOT be despatched to members.
- Members (including a Relevant Intermediary*) will not be able to attend the Annual General Meeting in person. Members may:-
 - pre-register at the following URL: <https://conveneagm.sg/wilton2022> ("**Wilton AGM Website**") to participate at the Annual General Meeting by watching and/or listening to the proceedings via LIVE WEBCAST or LIVE AUDIO STREAM;
 - submit questions related to the resolutions to be tabled for approval in advance of the Annual General Meeting at Wilton AGM Website; and/or
 - appoint the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting.
- A member of the Company (including a Relevant Intermediary*) entitled to vote at the Annual General Meeting must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Annual General Meeting.

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5. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) and wishes to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the Annual General Meeting. CPF Investor and SRS Investor may submit their questions related to any resolution set out in the Notice of AGM prior to the AGM at Wilton AGM Website.
6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. The instrument appointing the Chairman of the Meeting as proxy must (i) if sent personally or by post, be deposited at the registered office of the Company at 62 Ubi Road 1, Oxley Bizhub 2, #03-10, Singapore 408734; or (ii) if submitted electronically at Wilton AGM Website; or (iii) by email to the Company at email@wilton.sg and in either case, by not less than forty-eight (48) hours before the time appointed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures, members are strongly encouraged to submit completed proxy forms electronically via the Wilton AGM Website or email to the Company.

8. The Annual Report for FY2021 may be accessed on the Company's website at the URL <https://www.wilton.sg> and is also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Important notes to members:

- A. The key dates which members should take note of are set out in the table below:-

Key dates	Actions
After trading hours on 12 April 2022	Members may begin to pre-register at the following URL: https://conveneagm.sg/wilton2022 ("Wilton AGM Website"), to create an account. Corporate members must also submit the Corporate Representative Certificate to the Company via email at email@wilton.sg .
By 5.00 p.m. on 19 April 2022	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
By 5.00 p.m. on 20 April 2022	Deadlines for members to submit questions related to the resolutions to be tabled for approval in advance.
By 3.00 p.m. on 24 April 2022	The Company to address and publish its responses to those substantial and relevant questions received from members via the Company's website and SGXNet, if any.
By 3.00 p.m. on 26 April 2022	Deadlines for members to: <ul style="list-style-type: none"> • pre-register for LIVE WEBCAST or LIVE AUDIO STREAM; • submit the Corporate Representative Certificate (for Corporate members only); and • submit proxy forms.
By 12 noon on 27 April 2022	Authenticated members will receive an email on their authentication status and will be able to access the LIVE WEBCAST or LIVE AUDIO STREAM using the account created (the "Confirmation Email") Members who do not receive the Confirmation Email by 12 noon on 27 April 2022, but have registered by the 26 April 2022 deadline should contact the Company for assistance at email@wilton.sg with (i) the full name of the member; and (ii) his/her/its identification/registration number.
3.00 p.m. on 28 April 2022	To access the LIVE WEBCAST or LIVE AUDIO STREAM of the proceedings of the Annual General Meeting using the account created.

- B. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its Meeting arrangements at short notice. Members should check the Company's website at the URL <http://www.wilton.sg> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the Annual General Meeting, if any.

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* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy

By pre-registering for the LIVE WEBCAST or LIVE AUDIO STREAM, submitting the proxy form appointing the Chairman to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.